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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Max Planck Florida Corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MAX PLANCK FLORIDA CORPORATION**

**Not-For-Profit Corporation**

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act, as follows:

**ARTICLE I**  
**NAME AND ADDRESS**

The name of the corporation (the "Corporation") is MAX PLANCK FLORIDA CORPORATION, and its initial principal office is located at 11380 Prosperity Farms Road, Suite 221 East, Palm Beach Gardens, Florida 33410.

**ARTICLE II**  
**DURATION**

The term of the Corporation is fixed in perpetuity and is to commence when these Articles of Incorporation are filed with the Department of State.

**ARTICLE III**  
**PURPOSE AND POWERS**

The Corporation shall be organized and operated exclusively for scientific, charitable and educational purposes. By way of explanation and not of limitation, the purpose for which the Corporation is organized is to develop and operate in Florida a scientific research institute, and in general to exercise any, all and every power for which a not for profit corporation under the Florida Not For Profit Corporation Act can be authorized to exercise in furtherance of such purposes.

**ARTICLE IV**  
**REGISTERED AGENT**

The initial registered office is located at 11380 Prosperity Farms Road, Suite 221 East, Palm Beach Gardens, Florida 33410, and Corporate Creations, Inc. at such address is the initial registered agent.

**ARTICLE V**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Third Article hereof.

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No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE VI DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determined, which are organized and operate exclusively for such purposes.

#### ARTICLE VII DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

#### ARTICLE VIII INCORPORATOR

The name and address, including street and number of the Incorporator is as follows:

Ira J. Coleman, P.A.  
201 South Biscayne Boulevard  
Suite 2200  
Miami, Florida 33131

IN WITNESS WHEREOF, the incorporator of the Corporation, has executed these Articles of Incorporation on this 5th day of September, 2007.

Ira J. Coleman  
Ira J. Coleman, P.A.

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT  
UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

Having been appointed registered agent of MAX PLANCK FLORIDA CORPORATION in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Corporate Creations, Inc.

By: 

Name:

Title:

Jim Perkins  
Vice President

Dated: September 5, 2007

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TALLAHASSEE, FLORIDA